



Proposed Agency Information Collection Activities; Comment Request

AGENCY: Board of Governors of the Federal Reserve System.

ACTION: Notice, request for comment.

SUMMARY: The Board of Governors of the Federal Reserve System (Board) invites comment on a proposal to extend for three years, with revision, the Bank Holding Company Applications and Notifications (FR Y-3, FR Y-3N, and FR Y-4; OMB No. 7100-0121).

DATES: Comments must be submitted on or before **[insert date 60 days after publication in the Federal Register]**.

ADDRESSES: You may submit comments, identified by *FR Y-3/3N/4*, by any of the following methods:

- Agency Website: <https://www.federalreserve.gov/>. Follow the instructions for submitting comments at <https://www.federalreserve.gov/apps/foia/proposedregs.aspx>.
- E-mail: regs.comments@federalreserve.gov. Include the OMB number in the subject line of the message.
- FAX: (202) 452-3819 or (202) 452-3102.
- Mail: Ann E. Misback, Secretary, Board of Governors of the Federal Reserve System, 20th Street and Constitution Avenue, NW, Washington, DC 20551.

All public comments are available from the Board's website at

<https://www.federalreserve.gov/apps/foia/proposedregs.aspx> as submitted, unless modified for technical reasons or to remove personally identifiable information at the commenter's request.

Accordingly, comments will not be edited to remove any identifying or contact information.

Public comments may also be viewed electronically or in paper in Room 146, 1709 New York Avenue, NW, Washington, DC 20006, between 9:00 a.m. and 5:00 p.m. on weekdays. For security reasons, the Board requires that visitors make an appointment to inspect comments.

You may do so by calling (202) 452-3684. Upon arrival, visitors will be required to present valid

government-issued photo identification and to submit to security screening in order to inspect and photocopy comments.

Additionally, commenters may send a copy of their comments to the Office of Management and Budget (OMB) Desk Officer – Shagufta Ahmed – Office of Information and Regulatory Affairs, Office of Management and Budget, New Executive Office Building, Room 10235, 725 17th Street, NW, Washington, DC 20503, or by fax to (202) 395-6974.

FOR FURTHER INFORMATION CONTACT:

Federal Reserve Board Clearance Officer – Nuha Elmaghrabi – Office of the Chief Data Officer, Board of Governors of the Federal Reserve System, Washington, DC 20551, (202) 452-3829.

SUPPLEMENTARY INFORMATION: On June 15, 1984, OMB delegated to the Board authority under the PRA to approve and assign OMB control numbers to collections of information conducted or sponsored by the Board. In exercising this delegated authority, the Board is directed to take every reasonable step to solicit comment. In determining whether to approve a collection of information, the Board will consider all comments received from the public and other agencies.

A copy of the Paperwork Reduction Act (PRA) OMB submission, including the reporting form and instructions, supporting statement, and other documentation will be available at <https://www.reginfo.gov/public/do/PRAMain>, if approved. These documents will also be made available on the Board’s public website at <https://www.federalreserve.gov/apps/reportforms/review.aspx> or may be requested from the agency clearance officer, whose name appears above.

Request for Comment on Information Collection Proposal

The Board invites public comment on the following information collection, which is being reviewed under authority delegated by the OMB under the PRA. Comments are invited on the following:

- a. Whether the proposed collection of information is necessary for the proper performance of the Board's functions, including whether the information has practical utility;
- b. The accuracy of the Board's estimate of the burden of the proposed information collection, including the validity of the methodology and assumptions used;
- c. Ways to enhance the quality, utility, and clarity of the information to be collected;
- d. Ways to minimize the burden of information collection on respondents, including through the use of automated collection techniques or other forms of information technology; and
- e. Estimates of capital or startup costs and costs of operation, maintenance, and purchase of services to provide information.

At the end of the comment period, the comments and recommendations received will be analyzed to determine the extent to which the Board should modify the proposal.

Proposal under OMB Delegated Authority to Extend for Three Years, With Revision, the Following Information Collection:

Report title: Application for Prior Approval to Become a Bank Holding Company, or for a Bank Holding Company to Acquire an Additional Bank or Bank Holding Company; Notice for Prior Approval to Become a Bank Holding Company, or for a Bank Holding Company to Acquire an Additional Bank or Bank Holding Company; and Notification for Prior Approval to Engage Directly or Indirectly in Certain Nonbanking Activities.

Agency form number: FR Y-3, FR Y-3N, and FR Y-4.

OMB control number: 7100-0121.

Frequency: Event-generated.

Respondents: Bank holding companies (BHCs) and companies seeking to become BHCs involving certain formations, acquisitions, mergers, and nonbanking activities.

Estimated number of respondents: FR Y-3, New BHCs: 72; FR Y-3, Existing BHCs: 58; FR Y-3N: 21; FR Y-4, completed notification: 22; FR Y-4, expedited notification: 8; and FR Y-4, post-consummation: 1.

Estimated average hours per response: Reporting: FR Y-3, New BHCs: 48.5; FR Y-3, Existing BHCs: 59; FR Y-3N: 4; FR Y-4, completed notification: 11; FR Y-4, expedited notification: 5; and FR Y-4, post-consummation: 0.5; Disclosure: FR Y-3: 1; FR Y-3N: 1; FR Y-4: 1.

Estimated annual burden hours: FR Y-3, New BHCs: 3,492; FR Y-3, Existing BHCs: 3,422; FR Y-3N: 84; FR Y-4, completed notification: 242; FR Y-4, expedited notification: 40; and FR Y-4, post-consummation: 1; Disclosure: FR Y-3: 130; FR Y-3N: 21; FR Y-4: 22.

General description of report: These filings collect information on proposals by BHCs and companies seeking to become BHCs involving certain formations, acquisitions, mergers, and nonbanking activities. The Board requires the submission of these filings for regulatory and supervisory purposes and to fulfill its statutory obligations under the Bank Holding Company Act of 1956 (the BHC Act). The Board uses the information submitted in these filings to evaluate each individual transaction with respect to the relevant statutory factors and to ensure that the transaction complies with other applicable requirements.

Proposed revisions: The Board proposes to implement a number of revisions to the FR Y-3. The proposed changes would reflect new capital regulations, and would include minor changes to improve clarity and accuracy. Recent legislative and regulatory changes implemented a community bank leverage ratio (“CBLR”) framework in 2020, which, if utilized by a qualifying depository institution, eliminates the requirement for the institution to track risk-weighted assets and report risk-based capital ratios.¹ In light of this change, applicants that have elected to utilize the CBLR framework would no longer be required to submit information related to risk-weighted assets or risk-based capital ratios in a FR Y-3 application. Similarly, if the bank subsidiary of an applicant has elected to use the CBLR framework, the applicant would no longer be required to submit in the FR Y-3 information related to the bank’s risk-weighted assets or

¹ See 12 CFR 217.12.

risk-based capital ratios. The proposed revisions would simplify the reporting requirements with regard to those banks and BHCs that have elected to utilize the CBLR framework.

The Board also proposes to implement a number of revisions to the FR Y-4. The proposed changes would improve the clarity and accuracy of the form and instructions. In order to make the form more understandable and to improve the quality of the information submitted, the Board proposes to require a notificant to provide the authority in Regulation Y under which the proposed nonbanking activity is permissible, which would facilitate the Federal Reserve's processing of the notice. The Board further proposes to combine the form and instructions into a single document, with the instructions preceding the FR Y-4 form, in order to provide the notificant with important context.

The Board is not proposing any revisions to the FR Y-3N.

Legal authorization and confidentiality: Section 3(a) of the BHC Act requires Board approval for formations, acquisitions, and mergers of bank holding companies.² Section 5(b) of the BHC Act authorizes the Board to issue regulations and orders to carry out these functions.³ These sections of the BHC Act provide the legal authorization for the FR Y-3 and the FR Y-3N. Section 4(j) of the BHC Act requires bank holding companies to give prior written notice to the Board of any acquisition of a nonbank company or commencement of any nonbanking activities.⁴ This section of the BHC Act provides the legal authorization for the FR Y-4.

The obligation to respond to the FR Y-3, Y-3N, and Y-4 is required to obtain a benefit.

To the extent a respondent submits nonpublic commercial or financial information in connection with the FR Y-3, Y-3N, or Y-4, which is both customarily and actually treated as private by the respondent, the respondent may request confidential treatment pursuant to exemption 4 of the

² 12 U.S.C. 1842(a).

³ 12 U.S.C. 1844(b). In addition, section 5(c) of the BHC Act authorizes the Board to require reports from bank holding companies. 12 U.S.C. § 1844(c).

⁴ 12 U.S.C. 1843(j).

Freedom of Information Act (FOIA).⁵ To the extent a respondent submits personal, medical, or similar files, the disclosure of which would constitute an unwarranted invasion of privacy, the respondent may request confidential treatment pursuant to exemption 6 of the FOIA.⁶ If a respondent requests confidential treatment, the Board will determine whether the information is entitled to confidential treatment on a case-by-case basis. The entity should separately designate any such information as “confidential commercial information” or “confidential financial information” and the Board will treat such designated information as confidential to the extent permitted by law, including the FOIA. To the extent a respondent submits information related to examination, operating, or condition reports prepared by, on behalf of, or for the use of a financial supervisory agency, the information would be confidential pursuant to exemption 8 of the FOIA.⁷

Board of Governors of the Federal Reserve System, April 12, 2021.

Michele Taylor Fennell,

Deputy Associate Secretary of the Board.

Billing Code 6210-01-P

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⁵ 5 U.S.C. 552(b)(4).

⁶ 5 U.S.C. 552(b)(6).

⁷ 5 U.S.C. 552(b)(8).